

RECORDATION NO. 22678-C FILED

JAN 30 '04

1-01 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

January 29, 2004

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination of Lease and Termination of Security Interest, dated as of December 30, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease which was previously filed with the Board under Recordation Number 22678.

The names and addresses of the parties to the enclosed document are:

Lessor:	Rail Trust-1999 Wilmington Trust Company, solely in its capacity as Owner Trustee Rodney Square North 1100 North Market Street Wilmington, DE 19890-1605
Lessee:	Progress Rail Services Corporation d/b/a Progress Rail Canada 1000 Sherbrooke Street West 24th Floor Montreal, Quebec Canada H3H 2R9

Mr. Vernon A. Williams  
January 29, 2004  
Page 2

A description of the railroad equipment covered by the enclosed document  
is:

81 boxcars: <sup>CNA</sup>~~CAN~~ 406119 - <sup>CNA</sup>~~CAN~~ 406199.

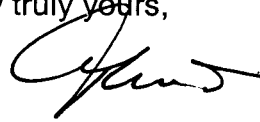
A short summary of the document to appear in the index is:

Termination of Lease and Termination of Security Interest.

Also enclosed is a check in the amount of \$30.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

## TERMINATION OF LEASE AND TERMINATION OF SECURITY INTEREST

1. This Termination of Lease and Termination of Security Interest ("Termination") is dated as of December 30, 2003, between Progress Rail Services Corporation, d/b/a Progress Rail Canada ("Lessee") and Rail Trust-1999, a Delaware business trust ("Lessor"), and relates to:

*Op.* (a) that Equipment Leasing Agreement dated December 28, 1999 between Lessor (successor by assignment to Railcar, Ltd.), as lessor, and Lessee, as lessee (the "Lease") pursuant to which Lessor leased to Lessee eighty one (81) 1998 Trinity built Plate F boxcars, bearing the reporting marks and numbers ~~CAN~~ <sup>CNA</sup> 406119-406199, inclusive (the "Cars"). The Lease was evidenced by that certain Memorandum of Lease dated December 28, 1999 which was recorded with the Surface Transportation Board ("STB") on December 28, 1999 and assigned recordation number 22678.

(b) that Master Lease Agreement dated June 1, 1998 between Lessee, as lessor, and Canadian National Railway Company, as lessee, and the related Schedule No. 5 to Master Lease dated May 24, 1999 ("Sublease"). A Memorandum of Sublease was not recorded with the STB.

2. Pursuant to the Lease, Lessee has collaterally assigned all of its right title and interest in the Sublease of the Cars to Lessor. The collateral assignment was evidenced by that certain Memorandum of Collateral Assignment of Lease which was recorded with the STB on December 28, 1999 and assigned recordation number 22678-A.

3. Pursuant to that certain Bill of Sale, Assignment and Assumption Agreement dated December 30, 2003 ("Bill of Sale"), Lessor has terminated and released its right, title and interest, including security interest, in and to the Cars, the Lease and the Sublease.

4. Pursuant to the Bill of Sale Lessor has sold, transferred and assigned to Lessee all of its right, title and interest in the Cars.

5. The Lease has terminated, effective December 30, 2003.

6. This Termination may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes

*[Signature Page Follows]*

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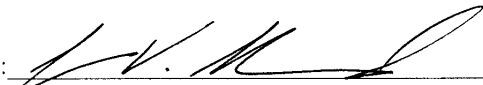
JAN 30 '04

1-01 PM

SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties hereto have caused this Termination to be executed as of the date and year first written above.

PROGRESS RAIL SERVICES CORPORATION,  
D/B/A PROGRESS RAIL CANADA

By: 

Name: James V. Smallwood

Title: Senior Vice President

RAIL TRUST-1999

By: Wilmington Trust Company, solely in its  
capacity as Owner Trustee

By: \_\_\_\_\_

Name:

Title:

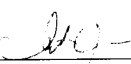
*[Notary Acknowledgements Follow]*

IN WITNESS WHEREOF, the parties hereto have caused this Termination to be executed as of the date and year first written above.

PROGRESS RAIL SERVICES CORPORATION,  
D/B/A PROGRESS RAIL CANADA

By: \_\_\_\_\_  
Name:  
Title:

RAIL TRUST-1999  
By: Wilmington Trust Company, solely in its  
capacity as Owner Trustee

By:  \_\_\_\_\_  
Name: Tira L. Johnson  
Title: Financial Services Officer

*[Notary Acknowledgements Follow]*

State of Georgia, County of Fulton

On December 30, 2003, before me personally appeared James V. Smallwood, to me personally known, who being by me duly sworn says that he is Senior Vice President of Progress Rail Services Corporation, d/b/a Progress Rail Canada, and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My commission expires: May 29, 2007

[NOTARIAL SEAL]

State of \_\_\_\_\_, County of \_\_\_\_\_

On \_\_\_\_\_, 2003, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn says that he is \_\_\_\_\_ of Rail Trust-1999, Wilmington Trust Company, and that he executed the foregoing instrument on behalf of said Owner Trustee of Rail Trust-1999, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Rail Trust-1999.

\_\_\_\_\_  
Notary Public

My commission expires:

[NOTARIAL SEAL]

State of \_\_\_\_\_, County of \_\_\_\_\_


On \_\_\_\_\_, 2003, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn says that he is \_\_\_\_\_ of Progress Rail Services Corporation, d/b/a Progress Rail Canada, and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public  
My commission expires:

[NOTARIAL SEAL]

State of Delaware, County of New Castle

On December 26, 2003, before me personally appeared Tira L. Johnson, to me personally known, who being by me duly sworn says that she is Financial Services Officer of Rail Trust-1999, Wilmington Trust Company, and that he executed the foregoing instrument on behalf of said Owner Trustee of Rail Trust-1999, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Rail Trust-1999.

  
\_\_\_\_\_  
Notary Public  
My commission expires: **VERNESSA E. ROBINSON**  
**NOTARY PUBLIC - DELAWARE**  
My Commission Expires Oct. 26, 2006

[NOTARIAL SEAL]